

RECORDATION NO. 27988 FILED

JUN 19 '09 -8 C 0 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

ELIAS C. ALVORD (1942)  
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June 19, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: RBSAF No. 98-033

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (RBSAF No. 98-033), dated as of April 9, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance Inc.  
480 Jefferson Blvd.  
Warwick RI 02886

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

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A description of the railroad equipment covered by the enclosed document is:

13 pieces of maintenance of way equipment: 2 Nordco SP2R Spike Pullers S/Ns 310052 and 310053; Nordco TRIPP Tie Inserter Remover 760234; Superior Sales MSC4101 Mechanic Tool and Parts Trailer MSC2997-2-06; Nordco BAAM Auto Anchor Machine 690033; Nordco TRIPP Tie Inserter Remover 760235; Nordco 67 Anchor Remover 670030; Caterpillar 972-H Front End Loader A7D00285; Kershaw 38-6 Adzer-Cribber 38-178-06; Nordco BAAM Auto Anchor Machine 690035; Swingmaster 181 Swing Loader W/Hyrails 2006181TCL0237; Superior Sales SHC6301 Scrap Hopper Cart SHC3298-06; and Nordco BAAM Auto Anchor Machine 690034.

A short summary of the document to appear in the index is:

Memorandum of Lease (RBSAF No. 98-033).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. W. Alvord', with a stylized, flowing script.

Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease is entered into as of April 9, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28<sup>th</sup> Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Lease Agreement No. 98 effective as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.,  
Lessor

By Karl Albers

Name Karl Albers  
Assistant Vice President  
Title \_\_\_\_\_

BNSF RAILWAY COMPANY,  
Lessee

By L. Steven Vollmer

Name L. Steven Vollmer  
General Director - Finance  
Title \_\_\_\_\_

State of IL )  
County of COOK ) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 9th day of April, 2009.



Sarah Sanchez  
Notary Public

State of Texas )  
 ) ss:  
County of Tarrant )

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Voller, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 8 day of April, 2009.



Beth K. Ventimiglia  
Notary Public

**EXHIBIT A**  
to  
**MEMORANDUM OF LEASE**

1. **Equipment Schedule:** Equipment Schedule No. 033.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 033 is 84 months commencing as of January 1, 2007.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 033 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Superior Sales	MSC4101	Mechanic Tool & Parts Trailer	MSC2997-2-06	J0403028
1	Nordco	67	Anchor Remover	670030	X0100501
1	Kershaw	38-6	Adzer-Cribber	38-178-06	X0300195
1	Nordco	BAAM	Auto Anchor Machine	690035	X0100503
1	Nordco	BAAM	Auto Anchor Machine	690034	X0100502
1	Nordco	TRIPP	Tic Inserter Remover	760234	X6300204
1	Nordco	SP2R	Spike Puller	310052	X4700452
1	Nordco	SP2R	Spike Puller	310053	X4700453
1	Nordco	BAAM	Auto Anchor Machine	690033	X0100493
1	Nordco	TRIPP	Tie Inserter Remover	760235	X6300205
1	Caterpillar	972-H	Front End Loader	A7D00285	X2400534

1	Swingmaster 181	Swing Loader w/Hyrails	2006181TCL0237	X2400532
1	Superior Sales SHC6301	Scrap Hopper Cart	SHC3298-06	X8700057